

STEPTOE & JOHNSON

1250 CONNECTICUT AVENUE

WASHINGTON, D. C. 20036

CHERYL A. SKIGIN

(202) 862-2053

RECORDATION NO. 11965-C

JUL 15 1980 .11 20 AM

July 14, 1980 INTERSTATE COMMERCE COMMISSION

FILED 1425  
I.C.C.  
OPERATION BR.

JUL 15 11 14 AM '80

RECEIVED

No.

Date JUL 15 1980

Fee \$ 20.00

ICC Washington, D. C.

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Room 2215, 12th and Constitution  
Washington, DC 20423

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U. S. C. § 11303 are several copies of the following document which relates to the railroad equipment described and marked in accordance with Schedule A to this letter:

Supplement No. 2 dated July 15, 1980 to the Credit and Security Agreement dated as of October 1, 1979 as amended by a First Amendment dated as of April 15, 1980 among Brae Corporation, Manufacturers Hanover Trust Company, Crocker National Bank, Bank of California, N.A. and First National Bank of Boston.

The names and addresses of the parties to the transactions evidenced by the document described above are as follows:

Debtor: Brae Corporation  
Suite 1760, Three Embarcadero Center  
San Francisco, CA 94111

Agent for the Banks: Manufacturers Hanover Trust Company  
741 Fifth Avenue  
New York, NY 10022

It is requested that this document be filed and recorded under the names of the parties set forth above. In view of the fact that it relates to the Credit and Security Agreement, previously recorded and assigned recordation number 11965, it is also requested that it be assigned the next available letter designation (which is believed to be "C") under that primary number. Please cross-index this Supplement under the name of Texas, Oklahoma & Eastern RR Co., 810 Whittington Avenue, Hot Springs, AR 71901. An additional \$10.00 has been included in the filing fee to cover the cross-indexing. Check number in the amount of \$20.00 is enclosed to cover the filing fees.

Ms. Mergenovich

-2-

July 14, 1980

Please return to the person presenting this letter your letter acknowledging the filing, a fee receipt, the enclosed copies of this letter and any copies of the document not required for recordation, all stamped to indicate appropriate filing information.

Very truly yours,

  
Cheryl A. Skigin

mbm

Enclosures

SCHEDULE A  
(To Transmittal Letter Dated July 14, 1980)

Supplement No. 2 Equipment

<u>No. of Units</u>	<u>Description</u>	<u>AAR Designation</u>	<u>Identification Numbers</u>	<u>Name of Lessee</u>	<u>Date of Lease</u>	<u>Term of Lease</u>
111	50'6" 100-Ton Boxcars	XP	TOE 3200-TOE 3202 TOE 3204-TOE 3215 TOE 3219-TOE 3229 TOE 3232-TOE 3234 TOE 3238-TOE 3240 TOE 3243-TOE 3248 TOE 3250-TOE 3259 TOE 3261-TOE 3270 TOE 3274-TOE 3286 TOE 3289-TOE 3298 TOE 3300-TOE 3320 TOE 3322-TOE 3324 TOE 3226 TOE 3330-TOE 3334	Texas, Oklahoma & Eastern RR Co.	June 2, 1980	15 yrs.

**Interstate Commerce Commission**  
Washington, D.C. 20423

**7/15/80**

OFFICE OF THE SECRETARY

**Cheryl A. Skigin, Atty.  
Step toe & Johnson  
1250 Conn. Ave., N.W.  
Washington, D.C. 20036**

Dear **Mrs. Skigin:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/15/80** at **11:20am** and assigned re-recording number(s).

**11965-C & 11879-J**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

[Release]

ICC Recordation No.

RECORDATION NO. 11965-C Filed 1425

SUPPLEMENT

JUL 15 1980 . 11 20 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT No. 2 dated as of this 15th day of July, 1980 to the Credit and Security Agreement dated as of October 1, 1979 (the "Agreement"), as amended by a First Amendment dated as of April 15, 1980 (the "First Amendment") among Brae Corporation (the "Company"), the banks party thereto (the "Banks"), and Manufacturers Hanover Trust Company as agent for the Banks (the "Agent").

The Agreement, the First Amendment and Supplement No. 1 thereunder, relating to the Rail-cars identified on the Schedule attached hereto (the "Equipment"), have heretofore been filed with the Interstate Commerce Commission, which Agreement, First Amendment and Supplement were assigned recordation numbers 11965, 11965-A, and 11965-B respectively by the Interstate Commerce Commission.

For One Dollar (\$1.00) and other good and valuable consideration, the Agent hereby irrevocably releases in favor of the Company all of the Agent's liens, security interests and other rights, titles and interests in the Equipment.

IN WITNESS WHEREOF, the Agent has caused this Release to be executed in its name by a duly authorized representative, and its corporate seal to be hereunto affixed, duly attested, as of the day and year first above written.

MANUFACTURERS HANOVER TRUST  
COMPANY

ATTEST:

By

  
Richard Wood  
Vice President

SCHEDULE TO SUPPLEMENT NO. 2

<u>No. of Units</u>	<u>Description</u>	<u>AAR Designation</u>	<u>Identification Numbers</u>	<u>Name of Lessee</u>	<u>Date of Lease</u>	<u>Term of Lease</u>
111	50'6" 100-Ton Boxcars	XP	TOE 3200-TOE 3202 TOE 3204-TOE 3215 TOE 3219-TOE 3229 TOE 3232-TOE 3234 TOE 3238-TOE 3240 TOE 3243-TOE 3248 TOE 3250-TOE 3259 TOE 3261-TOE 3270 TOE 3274-TOE 3286 TOE 3289-TOE 3298 TOE 3300-TOE 3320 TOE 3322-TOE 3324 TOE 3226 TOE 3330-TOE 3334	Texas, Oklahoma & Eastern RR Co.	June 2, 1980	15 yrs.

State of New York )  
 ) :  
County of New York)

On this 10<sup>th</sup> day of July, 1980, before me personally appeared Richard Wood, to me personally known, who being by me duly sworn, says that he is a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that this Release was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Owen P. McKenna Jr.  
Notary Public

My Commission expires: 3/30/81

OWEN P. MCKENNA JR.  
NOTARY PUBLIC, State of New York  
No. 01MC46993.17  
Qualified in Kings County  
Commission Expires March 30, 1981